

DITTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERRANCE H. DITTMER
G. CHARLES WOHLUST
ROBERT C. WILKINS, JR.
Of Counsel
RICHARD F. TRISMAN

POST OFFICE BOX 941690
MAITLAND, FLORIDA 32794-1690
TELEPHONE (407) 539-0009
FACSIMILE (407) 539-1995

N9800000675

February, 1998

700002422617--0
-02/05/98-01068-008
*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Orlando L. Merced Foundation, Inc.

Dear Madam or Sir:

Enclosed for filing are the Articles of Incorporation for the Orlando L. Merced Foundation, Inc., together with our check in the amount of \$70.00 to cover the following:

Filing fee - Articles of Incorporation
Registered agent fee

\$35.00

\$35.00

EFFECTIVE DATE
2-3-98

Total

\$70.00

An additional copy of the Articles are provided for date-stamping and return via the enclosed Federal Express packaging. If you have any questions, please call.

Very truly yours,

G. Charles Wohlust

G. CHARLES WOHLUST

Signed in his absence to avoid delay

GCW/dlm
Enclosures

2/5

FILED
98 FEB -5 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF THE
ORLANDO L. MERCED FOUNDATION, INC.**

FILED
98 FEB -5 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The individuals named herein certify that they have associated themselves together for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida and especially under and by virtue of Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation of such corporation:

EFFECTIVE DATE
2-3-98

ARTICLE I

The name of this corporation shall be the ORLANDO L. MERCED FOUNDATION, INC. and the initial principal address of the corporation is 8653 Chickasaw Farms Lane, Orlando, Florida 32825.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date of subscription and acknowledgment of these Articles.

ARTICLE III

The general powers, objects, purposes and nature of the corporation shall be as follows:

1. To be operated exclusively to benefit charities, education, service organizations, humanitarian projects, to provide opportunities for the less fortunate and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

2. To do all and everything necessary, suitable or proper for the accomplishment of the purpose set forth above, either alone or in connection with any other corporation, firm or individual and either as principal or agent, and to do every other act or acts, thing or things incidental to or growing out of or connected with the aforesaid purpose.

3. To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States, except as restricted under these Articles of Incorporation.

4. Notwithstanding any powers granted to this Corporation by its articles of incorporation, by-laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

b. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

c. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (on in opposition to) any candidate for public office.

d. Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or by an organization, contributions to which are deductible under §170(c)(2) or 2055(a) of the Code.

e. Upon the dissolution of the corporation, the Board of Trustees of the corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV

If the corporation is a Private Foundation within the meaning of §509 of the Code, and is not an Operating Foundation as defined by §4942(j)(3) of the Code, then the provisions of this Article IV shall apply:

1. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any later federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any later federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

5. The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE V

The qualification for members and the manner of their admission shall be regulated by the By-Laws.

ARTICLE VI

The street address and city of the initial registered office of the corporation in the State of Florida is 8653 Chickasaw Farms Lane, Orlando, Florida 32825, and the name of the initial registered agent of the corporation at such address is ORLANDO L. MERCED.

ARTICLE VII

The affairs of the corporation shall be managed and conducted by a Board of Trustees as the governing body. The Board of Trustees shall be composed of not less

than three (3) Trustees. The Board of Trustees shall not be elected by the members, but shall be elected as regulated by the By-Laws. The names and addresses of the initial Board of Trustees of the corporation are as follows:

<u>Name</u>	<u>Address</u>
ORLANDO L. MERCED	8653 Chickasaw Farms Lane, Orlando, Florida 32825
SHANNON COTTEY MERCED	8653 Chickasaw Farms Lane, Orlando, Florida 32825.
G. CHARLES WOHLUST	230 Lookout Place, Maitland, Florida 32751

ARTICLE VIII

This corporation is organized on a non-stock basis.

ARTICLE IX

The name and address of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
ORLANDO L. MERCED	8653 Chickasaw Farms Lane, Orlando, Florida 32825.

ARTICLE X

These Articles of Incorporation may be amended by the Board of Trustees provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

ARTICLE XI

The corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the corporation, or in his capacity as Trustee, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere of its equivalent shall not in itself create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Trustee or officer of the Corporation, or by reason of his being or having been a Trustee, officer employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action,

or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.


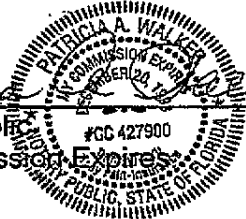
IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation have executed these Articles of Incorporation this 3rd day of February, 1998.

 (SEAL)
ORLANDO L. MERCED,
As Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ORLANDO L. MERCED, as Incorporator, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of February, 1998.


Notary Public
My Commission Expires


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ORLANDO L. MERCED FOUNDATION, INC., a Florida Corporation, in the foregoing Articles of Incorporation, I, on behalf of the corporation, hereby agree to accept service of process for said corporation and to comply

with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Orlando L. Merced
ORLANDO L. MERCED,
Registered Agent

FILED
98 FEB -5 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA